

N 98000002372

DORIS LEE FLOWERS

Requestor's Name

8398 VETERANS MEMORIAL DR.

Address

TALL. FL 32308 850-893-5575

City/State/Zip

Phone #

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CREATIVE INCUBATOR BUSINESSES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Certified Copy

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit <input checked="" type="checkbox"/>
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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8

**Articles of Incorporation
of
Florida Nonprofit Corporation**

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TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name

The name of this corporation is **Creative Incubator Businesses, Inc.**

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) to create and support businesses that will expand employment opportunities specifically for the harder to employ members of our society.
- (b) to expand/up-grade and support existing businesses that will expand employment opportunities specifically for the harder to employ members of our society.
- (c) to provide creative strategies for developing job readiness skills, support services and job opportunities for the economically disadvantaged.

Articles of Incorporation

Page 2

- (d) to develop and apply business approaches to creating socio-economic changes.
- (e) to operate in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.
- (f) for the advancement of education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

ARTICLE V

Management of Corporate Affairs

(a) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be not less than five, provided, however, that such number may be changed by a bylaw duly adopted by the Board of Directors.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Board of Directors at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the next annual meeting. Annual meetings shall be held once a year at such place or places as the Board of Directors may designate from time to time by resolution.

Unless the articles of incorporation or the bylaws provide otherwise, action required or permitted by any provision of law to be taken at a Board of Directors meeting or committee meeting may be taken without a meeting if the action is taken by all members of the board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member. Action taken is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed has the effect of a meeting vote and may be described as such in any document.

Articles of Incorporation

Page Three

The names and addresses of the initial Board of Directors are follows:

<u>Name</u>	<u>Address</u>
Doby L. Flowers	8398 Veterans Memorial Drive Tallahassee, Florida 32308
Fred H. Flowers	518 N. Calhoun Street Tallahassee, Florida 32301
Eugene Telfair	1550 Melvin Street Tallahassee, Florida 32301
George R. Manning	1222 Lucy Street Tallahassee, Florida 3230

(b) **Corporate Officers.** The Board of Directors shall elect the following officers: President/CEO, Chairperson, Vice Chairperson, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President/CEO: Doby Lee Flowers	8398 Veterans Memorial Drive Tallahassee, Florida 32308
Chairperson: Fred H. Flowers	518 N. Calhoun Street Tallahassee, Florida 32308
Vice Chairperson: Dr. Dianne Suber	109 Garrett Drive Hampton, Virginia 23669
Treasurer: Eugene Telfair	1550 Melvin Street Tallahassee, Florida 32301
Secretary: George Manning	1222 Lucy Street Tallahassee, Florida 32308

ARTICLE VI

Payment of Dividends and Distribution of Income to Directors and Officers Prohibited

(a) A dividend may not be paid and any part of the income or profit of the corporation may not be distributed to its directors or officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Director Conflict of Interest

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors.

Articles of Incorporation
Page Five

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; and

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, or a committee.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VIII
Dissolution-Distribution of Assets

In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is located; exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for these purposes referenced above.

ARTICLE IX
Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Doby L. Flowers	8398 Veterans Memorial Drive Tallahassee, Florida 32308
Fred H. Flowers	518 N. Calhoun Street Tallahassee, Florida 32301

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TALLAHASSEE, FLORIDA

ARTICLE X
Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the Board of Directors, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI
Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, or officer thereof, or to the benefit of any private individual.

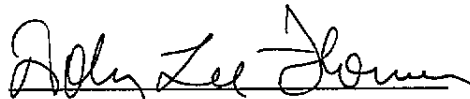
ARTICLE XII
Registered Agent and Office

The address of the corporation's registered office shall be 518 N. Calhoun Street, Tallahassee, Florida 32301, and the name of its registered agent at said address shall be Fred H. Flowers, Esquire. The principal address is the same. By his signature below Fred H. Flowers does hereby accept the duties and responsibilities as registered agent.


ARTICLE XIII
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of Board for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 23rd day of April, 1998.


Subscriber, Doby Lee Flowers


Subscriber, Fred H. Flowers


Registered Agent, Fred H. Flowers

Articles of Incorporation
Page Seven

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared Doby Lee Flowers
and Fred H. Flowers to me known to be the persons who executed the foregoing
Articles of Incorporation and they acknowledged to and before me that they executed
such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day
of April, 1998.

Lynda P. Reisman
Notary Public, State of Florida

My commission expires:



Lynda P. Reisman
MY COMMISSION # CC657274 EXPIRES
October 18, 2001.
BONDED THRU TROY FAIR INSURANCE, INC.